

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PROVENCE TOWNHOUSE ASSOCIATION  
(Not for Profit)

Provence Townhouse Association, a Colorado nonprofit corporation ("Association"), certifies to the Secretary of State of Colorado that:

By their signature below, the president and secretary of the Board of Directors certify these Amended and Restated Articles of Incorporation received the affirmative vote of 2/3 of the total number of votes of the Members.

The provisions set forth in these Amended and Restated Articles of Incorporation supercede and replace the existing Articles of Incorporation and all amendments.

The Association desires to amend and restate its Articles of Incorporation currently in effect as set forth below and that the Articles of Incorporation are hereby amended by striking in their entirety Articles I through XII, inclusive, and by substituting the following:

ARTICLE I

Name

The name of this corporation is  
PROVENCE TOWNHOUSE ASSOCIATION.

ARTICLE II

Duration

The corporation shall exist in perpetuity.

ARTICLE III

Purposes

The purposes for which this corporation is formed (none of which shall be for pecuniary profit) are:

(a) To be and act as the Association to which reference is made in the "Declaration For Provence Setting Forth

Conditions, Covenants, Restrictions, Easements and Charges" (hereinafter the "Declaration"), to perform all obligations and duties of the Association and to exercise all rights and powers of the Association under the Declaration.

(b) To advance the common interests of the Townhouse Owners as property owners and to maintain the living environment and residential standards in the area subject to the Declaration (hereinafter "Provence").

(c) To provide for the repair and maintenance of the exterior of Townhouses in Provence, to administer the Common Property, to provide for the care, operation, management, improvement, maintenance, repair and replacement of the Common Property and to provide maintenance and other services within Provence as deemed advantageous to the Townhouse Owners.

(d) To enforce in its own name or on behalf of its Members or the Townhouse Owners the protective covenants and restrictions adopted for Provence.

ARTICLE IV

Additional Powers

In addition to the purposes set forth in Article III, which shall be construed as powers as well as purposes, the corporation shall have power and authority:

(a) To provide for its members all services as set forth in the Declaration and Articles of Incorporation, as further provided in such documents.

(b) To adopt and enforce rules and regulations for the use of the Common Property or other areas administered by the Association. To impose sanctions, including but not limited to suspension of voting rights and privileges of membership for violation of the Declaration or the Association's rules and regulations or for failure to pay assessments or charges of the Association.

(c) Subject always to the requirement of equitable and ratable apportionment, to levy and enforce assessments to provide the funds for the expenses and outlays of the Association in order to carry out its purposes set forth in Article III and its other activities pursuant to the Bylaws including but not limited to the repair and maintenance of the exterior of the Townhouses, the provision for hazard and other insurance for the Townhouses, and the provision for reserves for future outlays.

(d) To own real estate, personal property and tangible and intangible rights and interests of every kind; to take conveyances and accept gifts of such property or rights; to convey, lease, encumber and otherwise deal in and dispose of any property of the corporation; to make contracts, to conduct business, to borrow money, and generally to engage in any enterprise not prohibited by law which the Directors deem appropriate to carry out the general objective of the corporation.

(e) To exercise each of the powers granted by the Colorado Nonprofit Corporation Act.

(f) To act generally for the common welfare and protection of the residents of Provence.

#### ARTICLE V

##### Members

(a) The Members of the corporation shall be the Owners of the Townhouses in Provence.

(b) Upon conveyance of a Townhouse the new Owner(s) automatically become Members of this Corporation and those conveying automatically cease to be Members.

#### ARTICLE VI

##### Regulations of Internal Affairs

(a) The corporation is organized for the mutual benefit of its Members and not for profit. No part of the net earnings of the corporation shall inure to

the benefit of any private shareholder or individual.

(b) The Members, directors, officers and employees of the corporation shall not, as such, be liable on its obligations.

(c) The Association, the Board of Directors, the directors and officers of the corporation, the Members, and the agents of each of them, shall not be liable to the Owners or to any party whatsoever for any mistake of judgment or for any acts or omissions of any nature whatsoever as such Association, Board of Directors, directors, officers, Members or agents except for any act or omission found by a court constitute gross negligence or willful misconduct. The Corporation shall indemnify and hold harmless the Board of Directors, each of the directors, officers, Members and agents and their respective heirs, executors, administrators, successors and assigns in accordance with the provisions of the Bylaws.

(d) No loans shall be made by the corporation to its directors or officers.

(e) In the event of dissolution of the Association as a corporation, either voluntarily or involuntarily by the Members, by operation of law, or otherwise, the assets of the Association shall be distributed in accordance with the Colorado Revised Nonprofit Corporation Act.

#### ARTICLE VII

##### Registered Office and Agent

The current principal office of the Association is 1224 Wadsworth Blvd, Lakewood, CO 80214. The current registered agent of the Association is HindmanSanchez P.C. at the registered address of 5610 Ward Road, Ste. 300, Arvada, CO 80002. The principal office and registered agent and office of the Association may change from time to time, by action of the Board of Directors.

#### ARTICLE VIII

##### Directors

The affairs of the corporation shall be managed by a Board of Directors, who shall exercise a general supervision over its activities. The number of Directors shall be no less than three (3) and no more than seven (7).

#### ARTICLE IX

##### Officers

The officers of the corporation shall consist of a president, a vice-president, a secretary-treasurer and such other officers and assistant officers as the Bylaws provide.

#### ARTICLE X

##### Bylaws

The Board of Directors shall adopt the initial Bylaws of the corporation and shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws.

#### ARTICLE XI

##### Reserved Power of Amendment

The corporation reserves the right to alter, amend, change or repeal any provisions of these Articles of Incorporation in the manner now or hereafter prescribed by law. These Articles and any provisions hereof may be altered, amended, changed or repealed only by affirmative vote of two-thirds (2/3) of the total number of votes of the Members of the corporation.

#### ARTICLE XII

##### Definitions

Capitalized terms in these Articles have the same meaning as in the Declaration or as defined in these Articles of Incorporation.

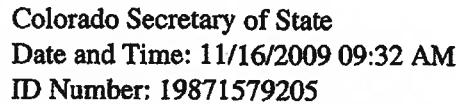
IN WITNESS WHEREOF the undersigned has signed and acknowledged these Amended and Restated Articles of Incorporation on this 5<sup>th</sup> day of Nov., 2009.

Provence Townhouse Association,  
a Colorado nonprofit corporation,

Lisha Kyner  
President

Bonita L. Yarbrough  
Secretary

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused is:  
Elina B. Hindley, HindmanSanchez P.C., 5610 Ward Road, Ste.300, Arvada, CO 80002



**Amount Paid: \$25.00**

**Paper documents must be typewritten or machine printed.**

**ABOVE SPACE FOR OFFICE USE ONLY**

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

## PROVENCE TOWNHOUSE ASSOCIATION

☐ "bank" or "trust" or any derivative thereof  
☐ "credit union"      ☐ "savings and loan"  
☐ "insurance", "casualty", "mutual", or "surety"

(mm/dd/yyyy)

**If the corporation's period of duration as amended is perpetual, mark this box:** ☒

(mm/dd/yyyy)

**Notice:**

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

|                                                    |                       |                   |          |
|----------------------------------------------------|-----------------------|-------------------|----------|
| Hindley                                            | Elina                 | B.                |          |
| (Last)                                             | (First)               | (Middle)          | (Suffix) |
| 5610 Ward Road, Ste. 300                           |                       |                   |          |
| (Street name and number or Post Office Box number) |                       |                   |          |
| HindmanSanchez P.C.                                |                       |                   |          |
| Arvada                                             | CO                    | 80002             |          |
| (City)                                             | (State)               | (Postal/Zip Code) |          |
|                                                    | United States         |                   |          |
| (Province – if applicable)                         | (Country – if not US) |                   |          |

*(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)*

**Disclaimer:**

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.